

A S S I G N M E N T

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, sufficiency and adequacy of which are hereby acknowledged, the undersigned, do hereby:

SELL, ASSIGN AND TRANSFER to PENRECO (the "Assignee"), a general partnership existing in the state of Texas with two general partners: Conoco, Inc., a Delaware corporation, and Atlas Processing Company, a Delaware corporation, having a place of business at 1 Shell Plaza, 910 Louisiana, Ste. 400, Houston, Texas 77002, the entire right, title and interest for the United States and all foreign countries, in and to any and all improvements which are disclosed in the application, Serial No. 09/419,571, filed October 18, 1999, and is entitled Gel Composition; such application and all utility, divisional, continuing, substitute, renewal, reissue and all other applications for patent which have been or shall be filed in the United States and all foreign countries on any of such improvements; all original and reissued patents which have been or shall be issued in the United States and all foreign countries on such improvements; and specifically including the right to file foreign applications under the provisions of any convention or treaty and claim priority based on such application in the United States;

AUTHORIZE AND REQUEST the issuing authority to issue any and all United States and foreign patents granted on such improvements to the Assignee;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by the undersigned, and that the full right to convey the same as herein expressed is possessed by the undersigned;

COVENANT that, when requested and at the expense of the Assignee, to carry out in good faith the intent and purpose of this assignment, the undersigned will execute all utility, divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all such improvements; execute all rightful oaths, declarations, assignments, powers of attorney and other papers; communicate to the Assignee all facts known to the undersigned relating to such improvements and the history thereof; and generally do everything possible which the Assignee shall consider desirable for securing, maintaining and enforcing proper patent protection for such improvements and for vesting title to such improvements in the Assignee;

TO BE BINDING on the heirs, assigns, representatives and successors of the undersigned and extend to the successors, assigns and nominees of the Assignee.

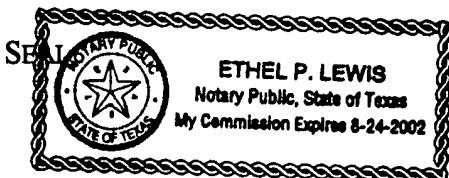

Lin Lu Healy

Date Nov 30, 99

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this 30th day of November, 1999, personally appeared Lin Lu Healy, known to me to be the persons whose name are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed.



Ethel P. Lewis
NOTARY PUBLIC, STATE OF TEXAS

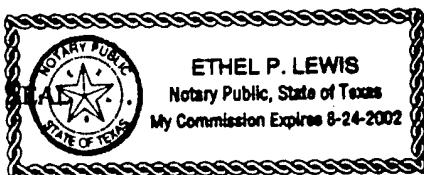
Jack Cunningham, Jr.
Jack C. Cunningham, Jr.

Date 30/11/99

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this _____ day of _____, 1999, personally appeared Jack C. Cunningham, Jr., known to me to be the persons whose name are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed.



Ethel P. Lewis
NOTARY PUBLIC, STATE OF TEXAS

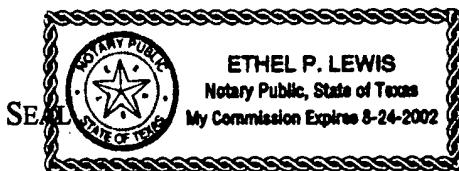
David S. Morrison
David S. Morrison

Date NOV. 30, 1999

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this 30th day of November, 1999, personally appeared David S. Morrison, known to me to be the persons whose name are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed.



Ethel P. Lewis
NOTARY PUBLIC, STATE OF TEXAS

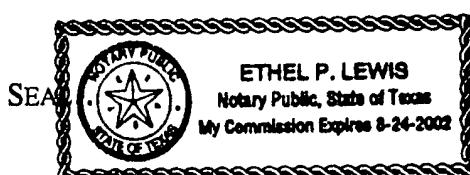
Wei Song
Wei Song

Date 11/30/99

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this 30th day of November, 1999, personally appeared Wei Song, known to me to be the persons whose name are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed.



Ethel P. Lewis
NOTARY PUBLIC, STATE OF TEXAS

Butuc
Gina Butuc

Date 11/30/99

THE STATE OF TEXAS §

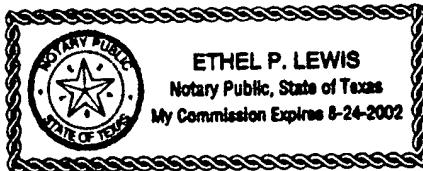
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this 30th day of November, 1999, personally appeared Gina Butuc, known to me to be the persons whose name are subscribed to the foregoing instrument and acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed.

Ethel P. Lewis

NOTARY PUBLIC, STATE OF TEXAS

SEAL



DECLARATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name; and

We verily believe we are the original, first, and joint inventors or discoverers of the subject matter entitled GEL COMPOSITION described and claimed in the specification of U.S. patent application Serial No. 09/419,571, filed October 18, 1999.

We have reviewed and understand the contents of the above-identified specification, including the claims.

We do not know and do not believe that such subject matter was ever known or used in the United States before our invention or discovery thereof, or patented or described in any printed publication in any country before our invention or discovery thereof, or more than one year prior to this application, or in public use or on sale in the United States more than one year prior to this application, or patented or made the subject of an inventor's certificate in any country foreign to the United States on an application filed by us or our legal representatives or assigns more than twelve months prior to this application;

No application for patent or inventor's certificate on such subject matter has been filed by us or our legal representatives or assigns in any country foreign to the United States, unless one is indicated below:
None.

We hereby claim the benefit under 35 U.S.C. 119(e) of any United States provisional application(s) listed below:

U.S. Provisional Patent Application Serial No. 60/106,094, filed October 29, 1998.

All statements made herein of our own knowledge are true and all statements made on information and belief are believed to be true; and further these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

WE ACKNOWLEDGE OUR DUTY TO DISCLOSE TO THE U.S. PATENT AND TRADEMARK OFFICE ALL INFORMATION KNOWN TO US TO BE MATERIAL TO PATENTABILITY AS DEFINED IN 37 C.F.R. §1.56.

Signature

Name: Lin Lu Healy

Date: November 30, 1999

Citizenship: P.R. China

Residence: Houston, TX

Postal: 1114 Augusta Dr., No. 8

Houston, TX 77057

Signature

Name: Jack C. Cunningham, Jr.

Date: 12/6/99

Citizenship: US

Residence: Houston, TX

Postal: 5622 Knobby Knoll

Houston, TX 77092

Signature David S. Morrison
Name: David S. Morrison
Date: Nov. 30, 1999
Citizenship: US
Residence: The Woodlands, TX
Postal: 10600 Six Pines Dr., #1324
The Woodlands, TX 77380

Signature Wei Song 12/2/99
Name: Wei Song
Date: 12/2/99
Citizenship: P.R. China
Residence: Houston, TX
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Signature Gina Butuc
Name: Gina Butuc
Date: Dec 1st, 99
Citizenship: Romania
Residence: Houston, TX
Postal: 14335 Ella Blvd., #1303
Houston, TX 77014